

WC 05-358

DOCKET FILE COPY ORIGINAL

DATE STAMP & RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 3581451		FCC/MELLON		DEC 27 2005	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1200 19th Street, NW					
(5) STREET ADDRESS LINE NO. 2 Suite 500					
(6) CITY Washington				(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9600				(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0003-7201-58					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME National Mobile Communications Corp.					
(14) STREET ADDRESS LINE NO. 1 5 Rockingham Street					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Bellows Falls				(17) STATE VT	(18) ZIP CODE 05101
(19) DAYTIME TELEPHONE NUMBER (include area code) 802-460-2111				(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0004-9650-75					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Jennifer Kashatus</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>Jennifer Kashatus</u>				DATE <u>12/27/05</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____				DATE _____	

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

NEW YORK, NY
TYSONS CORNER, VA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES
JAKARTA, INDONESIA
MUMBAI, INDIA

FACSIMILE

(202) 955-9792

www.kelleydrye.com

DIRECT LINE: (202) 887-1234

EMAIL: jkashatus@kelleydrye.com

December 28, 2005

VIA HAND DELIVERY

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Application of National Mobile Communications Corp. d/b/a SoVerNet,
For Consent to Transfer Control of a Company Holding a Blanket
Domestic Section 214 Authorization

Dear Ms. Dortch:

On December 27, 2005, National Mobile Communications Corp. ("NMC") submitted the above-referenced application with the Commission. The filing inadvertently excluded Attachment 1. Accordingly, attached please find Attachment 1, which contains a chart depicting the description of the transaction.

Please call me at 202-887-1234 if you have any questions regarding this filing.

Respectfully submitted,

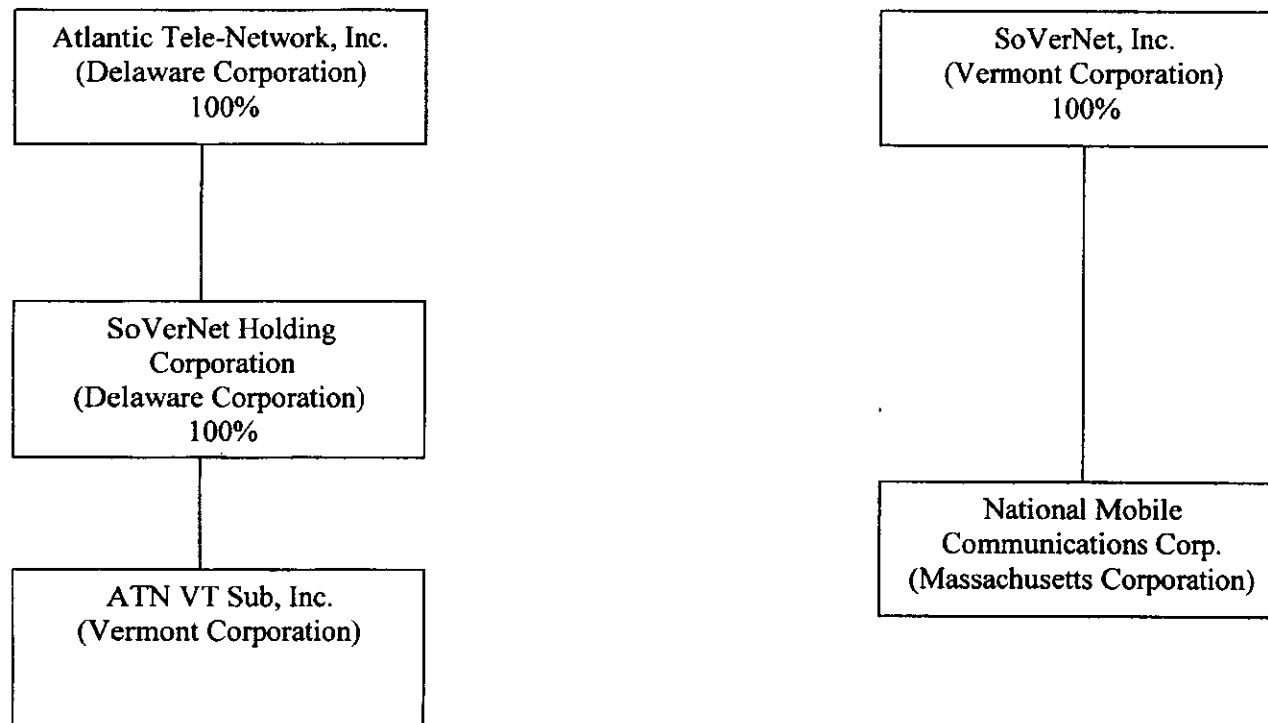


Jennifer M. Kashatus

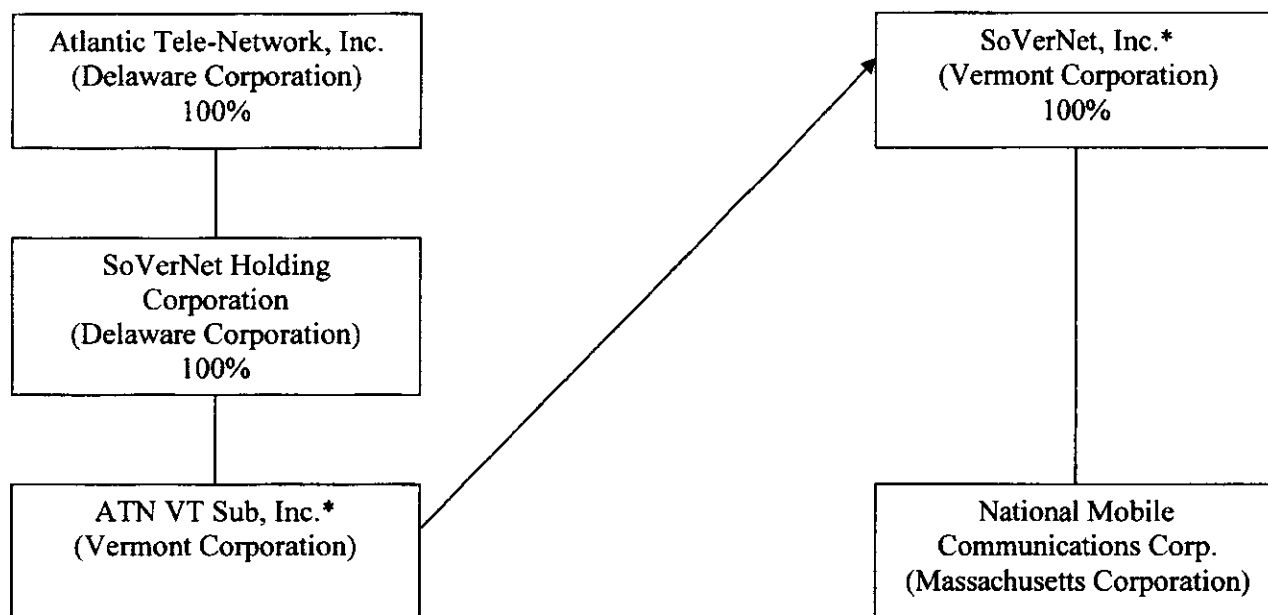
cc: Renee Crittendon (via email and hand delivery)
Tracey Wilson-Parker (via email and hand delivery)

ATTACHMENT 1

PRE-TRANSACTION ORGANIZATIONAL CHART

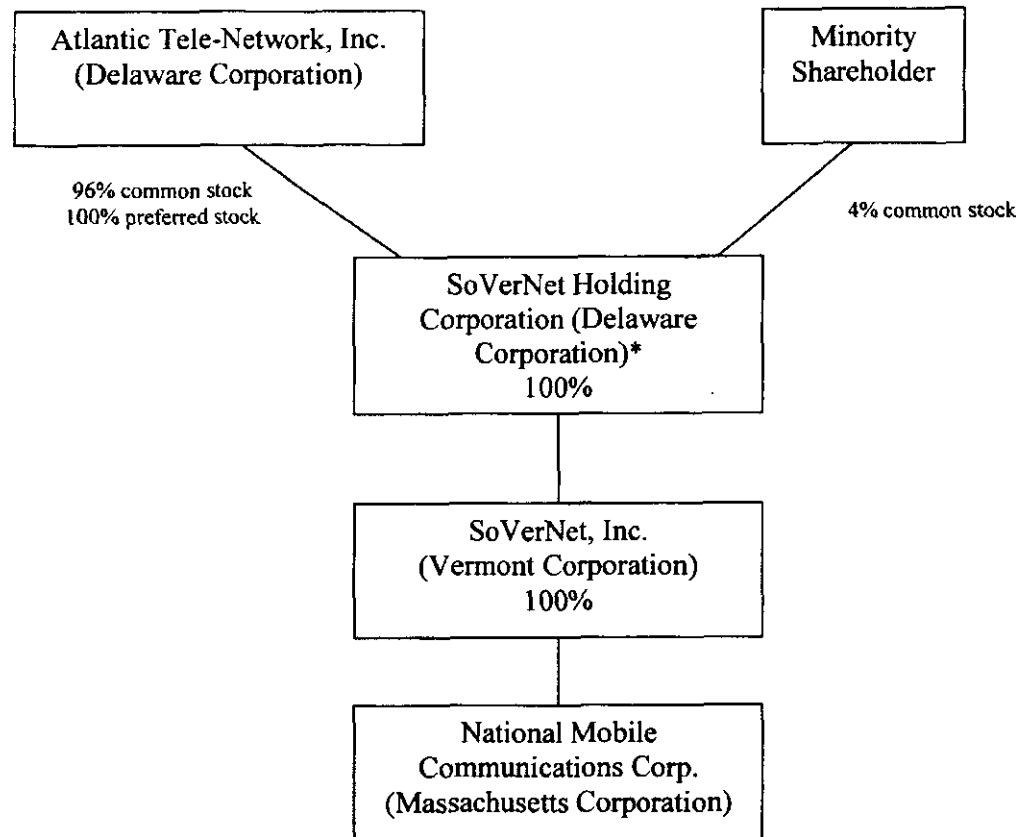


TRANSACTION ORGANIZATIONAL CHART



*SoVerNet, Inc. is merging with ATN VT Sub, Inc., and SoVerNet, Inc. will be the surviving entity.

POST-CLOSE ORGANIZATIONAL CHART



- At the time of the Merger, SoVerNet Holdings will issue common stock to a new shareholder ("Minority Shareholder") such that post-close, ATN will hold 96% of the common stock and 100% of the preferred stock of SoVerNet Holdings, and the new shareholder will hold the remaining 4% of the common stock of SoVerNet Holdings.

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of the Application of)

NATIONAL MOBILE COMMUNICATIONS)
CORP. D/B/A SOVERNET)

WC Docket No. _____

For Consent to Transfer Control of a)
Company Holding a Blanket)
Domestic Section 214 Authorization)

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to section 214(a) of the Communications Act of 1934, as amended,¹ and section 63.04 of the Federal Communications Commission's ("FCC" or "Commission") rules,² National Mobile Communications Corp. d/b/a SoVerNet ("NMC" or "Applicant") hereby seeks the consent of the Commission to transfer control of NMC.³ Upon completion of the transaction, the ultimate majority owner of NMC and its parent company, SoVerNet, Inc. ("SoVerNet"), will be Atlantic Tele-Network, Inc., a publicly held Delaware corporation ("ATN"). This application to transfer control of NMC as the holder of a blanket domestic section 214 authorization to provide domestic telecommunications services qualifies for streamlined processing by the Commission under section 63.03(b)(2) of the Commission's rules.⁴

¹ 47 U.S.C. § 214(a).

² 47 C.F.R. § 63.04.

³ Concurrent with the submission of this application, the Applicant is filing an application for consent to transfer control of NMC with respect to its international section 214 authorization. This application pertains only to the blanket authorization of NMC to provide domestic telecommunications services.

⁴ 47 C.F.R. § 63.03(b)(2).

In accordance with an Agreement and Plan of Merger executed on December 21, 2005 (the "Agreement"), the parties have agreed to consummate a transaction whereby ATN will attain over 95% of the ownership interest and control of NMC. Pursuant to the Agreement, the acquisition of NMC will be effected through the merger of ATN VT Sub, Inc. with and into SoVerNet, with SoVerNet continuing as the surviving corporation. ATN VT Sub, Inc. is a Vermont corporation that is wholly owned by SoVerNet Holding Corporation ("SoVerNet Holdings"), a Delaware corporation that is a wholly owned subsidiary of ATN. At the time of the merger, SoVerNet Holdings will issue common stock to a new shareholder such that post-close, ATN will hold 96% of the common stock and 100% of the preferred stock of SoVerNet Holdings, and the new shareholder will hold the remaining 4% of the common stock of SoVerNet Holdings. Diagrams showing the corporate structure of NMC before and after the proposed transaction are provided in Attachment 1. Closing is contingent upon receipt of all necessary regulatory approvals, among other things.

The proposed transfer of control does not involve any assignment of authorizations or change in the carrier providing services to customers. As such, the transfer will be transparent to customers.

Pursuant to section 63.04 of the Commission's rules, the Applicant provides the following information:

(1) The name, address and telephone number of the Applicant (licensee) is:

National Mobile Communications Corp.
5 Rockingham Street
Bellows Falls, VT 05101
Telephone: (802) 460-2111
Facsimile: (802) 463-1712

The name, address and telephone number of the Transferee is:

Atlantic Tele-Network, Inc.
9719 Estate Thomas
St. Thomas, U.S.V.I. 00802
Telephone: (340) 777-8000
Facsimile: (340) 774-7790

The name, address and telephone number of the Transferor is:

SoVerNet, Inc.
c/o National Mobile Communications Corp.
5 Rockingham Street
Bellows Falls, VT 05101
Telephone: (802) 460-2111
Facsimile: (802) 463-1712

(2) The government, state or territory under the laws of which each corporate or partnership Applicant is organized:

The licensee, NMC, is a corporation organized under the laws of the Commonwealth of Massachusetts.

The Transferee, ATN, is a corporation organized under the laws of the State of Delaware.

The Transferor, SoVerNet, is a corporation organized under the laws of the State of Vermont.

(3) The name, title, post office address and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed:

George Nostrand
Salmon & Nostrand
Suite 300, Centennial Arcade
P.O. Box 535
Bellows Falls, VT 05101
Telephone: (802) 463-4507
Facsimile: (802) 463-9713

With copy to:

Robert J. Aamoth
Jennifer Kashatus
Joan M. Griffin
Kelley Drye & Warren LLP
1200 19th Street, NW
Suite 500
Washington, DC 20036
Telephone: (202) 955-9600
Facsimile: (202) 955-9792
Counsel to Applicant and Transferee

(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of the Applicant, and the percentage of equity owned by each of those entities:

Upon completion of the transfer of control described herein, NMC will continue to be wholly owned by SoVerNet, a holding company. SoVerNet will be wholly owned by SoVerNet Holdings, which is also a holding company. ATN will hold 96% of the common stock and 100% of the preferred stock, and a minority interest holder will 4% of the common stock, of SoVerNet Holdings. ATN is publicly traded on the American Stock Exchange under the symbol ANK and is a telecommunications services provider. Cornelius B. Prior, a U.S. citizen who is the Chairman of ATN, owns 59.14% of ATN. The address of Mr. Prior, SoVerNet Holdings, and ATN, and of SoVerNet post-close, is 9719 Estate Thomas, St. Thomas, U.S.V.I. 00802. No other person or entity owns a 10% or greater ownership interest in NMC under the FCC's ownership attribution rules.

(5) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988:

As evidenced by the signature to this Application, the Applicant certifies that, pursuant to §§ 1.2001 through 1.2003 of the Commission's Rules, no party to the Application is

subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.⁵

(6) A description of the transaction:

In accordance with an Agreement and Plan of Merger executed on December 21, 2005 (the "Agreement"), the parties have agreed to consummate a transaction whereby ATN will attain over 95% of the ownership interest and control of NMC. Pursuant to the Agreement, the acquisition of NMC will be effected through the merger of ATN VT Sub, Inc. with and into SoVerNet, with SoVerNet continuing as the surviving corporation. ATN VT Sub, Inc. is a Vermont corporation that is wholly-owned by SoVerNet Holding Corporation ("SoVerNet Holdings"), a Delaware corporation that is a wholly-owned subsidiary of ATN. At the time of the merger, SoVerNet Holdings will issue common stock to a new shareholder such that post-close, ATN will hold 96% of the common stock and 100% of the preferred stock of SoVerNet Holdings, and the new shareholder will hold the remaining 4% of the common stock of SoVerNet Holdings. Diagrams showing the corporate structure of NMC before and after the proposed transaction are provided in Attachment 1. Closing is contingent upon receipt of all necessary regulatory approvals, among other things.

The proposed transfer of control does not involve any assignment of telecommunications authorizations or changes in carriers providing telecommunications services to customers, or any change in the rates, terms or conditions of service. It is contemplated that the current management of NMC would remain in an advisory capacity following the transaction. It is anticipated that the contact for Commission inquiries at NMC will change to Richard Kendall after the closing. The proposed transfer of control will be transparent to NMC's current customers.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

NMC plans to continue offering domestic telecommunications services, including both intrastate and interstate services, in its primary markets within the United States, Vermont. NMC is licensed in New Hampshire, but does not currently serve any customers within that state. Neither ATN nor any of its affiliates provides domestic telecommunications services in New Hampshire or Vermont at present.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment:

This Application is appropriate for streamlined treatment under Section 63.03(b)(2) of the Commission's Rules because this proposed transaction would result in ATN (and its affiliates) having a market share in the interstate interexchange market of less than 10 percent, and NMC continuing to provide competitive telephone exchange services or exchange

⁵ See 21 U.S.C. § 853.

access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. In addition, neither NMC nor ATN is dominant with respect to U.S. domestic telecommunications service.

(9) Identification of all other Commission applications related to the same transaction:

NMC is also filing an application for the transfer of control of NMC as the holder of an international section 214 authorization under separate cover.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

The Applicant understands that if this Application is deemed complete and is accorded streamlined treatment by the Commission, the parties may complete the proposed transfer of control on or after the 31st day following issuance by the Commission of Public Notice. The Applicant does not request any further special consideration if the Application can be completed within said period.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

The Applicant has not separately filed any waiver request in conjunction with the proposed transfer of control.

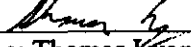
(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The Commission has long recognized the benefits of increased competition in the domestic telecommunications services market. By granting this Application, the Commission will serve the public interest, convenience and necessity by allowing increased availability and competition in the provision of domestic telecommunications services. Additionally, the pro-competitive benefits of the transfer of control, placing NMC on firm financial footing and preserving competition, would not be diminished by anticompetitive effects. No competitors would be eliminated from any market for telecommunications services as a result of the transaction, and neither the Applicant nor any of its affiliates control or hold substantial interest in any dominant telecommunications carrier.

For the foregoing reasons, the Applicant respectfully requests that the Commission grant this Application for authority to transfer ownership and control of NMC to ATN.

Respectfully Submitted,

National Mobile Communications Corp.

By: 
Name: Thomas Lyons
Title: President